

BEFORE
THE PUBLIC SERVICE COMMISSION OF
SOUTH CAROLINA

DOCKET NO. 98-135-C - ORDER NO. 98-387

MAY 29, 1998

IN RE: Joint Application of IntraTel Group, Ltd. and)	ORDER
North American Telephone Network, L.L.C.)	APPROVING
for Approval of an Agreement and Plan of)	APPLICATION
Merger.)	

This matter comes before the Public Service Commission of South Carolina (the Commission) on the Application of IntraTel Group, Ltd. and North American Telephone Network, L.L.C. (the companies) for approval of an Agreement and Plan of Merger. Pursuant to the Agreement and Plan of Merger, North American Telephone Network will become a wholly owned subsidiary of IntraTel Group and will continue to operate as a regulated entity pursuant to its present certification, registrations, tariff requirements and rate structures. North American Telephone Network, L.L.C. will change its name to North American Telephone Network, Inc. The consideration for the Agreement and Plan of Merger is cash and contingent consideration, which we hold to be an asset transfer.

Accordingly, the Commission's Executive Director requested that the companies publish a Notice of Filing in a newspapers of general circulation in the affected areas. The companies filed an Affidavit of Publication to show that they had complied with the request of the Executive Director. No Protests or Petitions to Intervene were received.

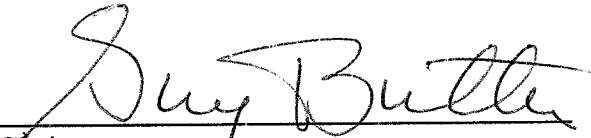
Counsel for the companies subsequently filed a Motion for Expedited Review of the Application, and attached verified testimony in support of the Application. The Motion requested that the transaction be approved without the necessity for a hearing.

S.C. Code Ann. Section 58-9-310 (Supp. 1997) states that no telephone utility may without the approval of the Commission “after due hearing” merge its property. However, the statute does not define what a “due hearing” is.

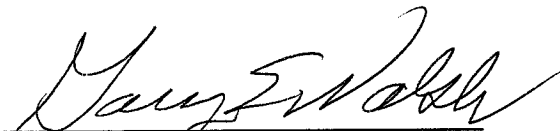
In any event, we grant the Motion for Expedited Review, and hold that the “due hearing” in this case was based on the filed verified testimony presented to the Commission at its weekly meeting of Tuesday, May 26, 1998. We have examined this matter, and hold that the Application shall be granted as filed, and that the Agreement and Plan of Merger are hereby approved. It appears that the change will be transparent to the customers. We also approve the requested name change.

This Order shall remain in full force and effect until further Order of the Commission.

BY ORDER OF THE COMMISSION:


Chairman

ATTEST:


Deputy
Executive Director

(SEAL)